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This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Bossini.



**VIVA CHINA  
HOLDINGS LIMITED**  
非凡中國控股有限公司  
(Incorporated in the Cayman  
Islands with limited liability)  
(Stock Code: 8032)

**DRAGON LEAP  
DEVELOPMENTS  
LIMITED**  
龍躍發展有限公司

(Incorporated in the British Virgin  
Islands with limited liability)



**BOSSINI  
INTERNATIONAL  
HOLDINGS LIMITED**  
堡獅龍國際集團有限公司\*  
(Incorporated in Bermuda with  
limited liability)  
(Stock Code: 592)

## JOINT ANNOUNCEMENT

### DELAY IN DESPATCH OF COMPOSITE DOCUMENT

**Financial adviser to  
Viva China Holdings Limited and  
Dragon Leap Developments Limited**

  
**Optima Capital Limited**

**Independent financial adviser to  
the Bossini Independent Board Committee**

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
流博資本有限公司

Reference is made to the announcement jointly issued by the Offeror, Viva China and Bossini dated 14 May 2020 in relation to, among others, the Share Purchase Agreement and the Offers (the “**Joint Announcement**”). Unless otherwise stated, terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

Pursuant to the Share Purchase Agreement, the Offeror has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, being 1,093,091,098 Bossini Shares, representing approximately 66.60% of the entire issued share capital of Bossini as at the date of the Joint Announcement.

\* For identification purpose only

Pursuant to the Share Purchase Agreement, Completion is subject to the fulfillment or waiver (as the case may be) of the conditions precedent (the “**Conditions**”) set out in the paragraph headed “The Share Purchase Agreement – Conditions precedent” in the Joint Announcement. Completion shall take place on the third Business Day after the last of Conditions (i) and (iv) has been satisfied provided that Conditions (ii), (iii) and (v) are satisfied or waived at Completion (or such other date as may be agreed by the Vendor and the Offeror in writing). The Long Stop Date for fulfillment or waiver (if applicable) of the Conditions is 31 August 2020 (or such later date as may be agreed between the Offeror and the Vendor in writing).

As at the date of this joint announcement, Condition (i) has been satisfied. In respect of Condition (iv), the Viva China EGM will be convened and held for the Viva China Shareholders to consider and, if thought fit, to approve, among other matters, the Share Purchase Agreement and the transactions contemplated thereunder. Viva China will despatch a circular containing, among other things, details of the Share Purchase Agreement, the financial information and other information of Viva China, the financial information and other information of Bossini, the unaudited pro forma financial information of the Enlarged Group, other information required under the GEM Listing Rules and the notice of the Viva China EGM to the Viva China Shareholders prior to the Viva China EGM to be convened and held for the Viva China Shareholders to approve the Share Purchase Agreement and the transactions contemplated thereunder. Viva China has indicated in the Joint Announcement that the aforementioned circular is expected to be despatched to the Viva China Shareholders on or before 22 June 2020.

Upon Completion, Optima Capital will, for and on behalf of the Offeror, make the Offers.

As disclosed in the Joint Announcement, the Offeror and Bossini intend to combine the offer document and the offeree circular in the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document with the relevant forms of acceptance and transfer are required to be despatched to the Bossini Shareholders and Bossini Optionholders within 21 days after the date of the Joint Announcement (i.e. 4 June 2020). As the making of the Offers is conditional upon Completion which is subject to, among other things, the approval of the Viva China Shareholders pursuant to the requirements under the GEM Listing Rules, an application of waiver from the strict compliance with Rule 8.2 of the Takeovers Code has been made by the Offeror to seek the consent of the Executive to extend the deadline for the despatch of the Composite Document to a date falling within seven days after the Completion Date or 10 September 2020 (whichever is earlier), and the Executive has granted its consent for such extension.

Further announcement will be jointly made by the Offeror, Viva China and Bossini when the Composite Document with the relevant forms of acceptance and transfer are despatched.

## **WARNING**

**COMPLETION IS SUBJECT TO THE FULFILLMENT OR WAIVER (AS THE CASE MAY BE) OF THE CONDITIONS PRECEDENT SET OUT IN THE SHARE PURCHASE AGREEMENT, AND THE ACQUISITION MAY OR MAY NOT PROCEED TO COMPLETION. VIVA CHINA SHAREHOLDERS AND POTENTIAL INVESTORS OF VIVA CHINA ARE REMINDED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF VIVA CHINA.**

**THE OFFERS ARE SUBJECT TO COMPLETION WHICH MAY OR MAY NOT TAKE PLACE. ACCORDINGLY, THE OFFERS MAY OR MAY NOT BE MADE. BOSSINI SHAREHOLDERS, BOSSINI OPTIONHOLDERS AND POTENTIAL INVESTORS OF BOSSINI ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF BOSSINI (INCLUDING THE BOSSINI SHARES AND ANY OPTIONS OR RIGHTS IN RESPECT OF THEM). PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT A LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.**

By order of the board of  
**Viva China  
Holdings Limited**  
**LI Ning**  
Chairman &  
Chief Executive Officer

By order of the board of  
**Dragon Leap  
Developments Limited**  
**LI Ning**  
Director

By order of the board of  
**Bossini International  
Holdings Limited**  
**TSIN Man Kuen Bess**  
Chairman

Hong Kong, 1 June 2020

*As at the date of this joint announcement, the Viva China Board comprises three executive directors, namely Mr. LI Ning (Chairman and Chief Executive Officer), Mr. LI Chunyang and Mr. LI Qilin; one non-executive director, namely Mr. MA Wing Man; and three independent non-executive directors, namely Mr. LI Qing, Mr. PAK Wai Keung, Martin and Mr. WANG Yan.*

*This joint announcement, for which the Viva China Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to Viva China. The Viva China Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement (other than those related to the Bossini Group and the Offeror) is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading. The Viva China Directors also jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those related to the Bossini Group and the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. LI Ning, Mr. CHEUNG Chi and Mr. LAW Ching Kit Bosco.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those related to the Viva China Group and the Bossini Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the Bossini Board comprises three executive directors, namely Ms. TSIN Man Kuen Bess (Chairman), Mr. MAK Tak Cheong Edmund and Mr. CHAN Cheuk Him Paul and three independent non-executive directors, namely Mr. CHEONG Shin Keong, Ms. LEUNG Mei Han and Prof. SIN Yat Ming.*

*The Bossini Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (to the extent it relates to the Bossini Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Bossini Directors have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*This joint announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least seven days from the date of its posting and Viva China’s website at [www.vivachina.hk](http://www.vivachina.hk).*